# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL 3235-0076 OMB Number: 2008 16.00

Prefix Serial DATE RECEIVED

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.) Subordinated Note and Warrant Financing Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [ ] ULOE Type of Filing: [X] New Filing [ ] Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) Dovetail Holdings, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 555 De Haro Street, Suite 400, San Francisco, CA 94107 (415) 508-3683 Telephone Number (Including Area Code) PROC Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) MAR **0 2** 2007 **Brief Description of Business** Media software and services Type of Business Organization THOMSON [ ] limited partnership, already formed [X] corporation [ ] other (please specify): FINANCIAL [ ] business trust I limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [07] [2005] [X] Actual [ ] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for foreign jurisdiction) [DE]

## GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years:
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition, of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[ ] Promoter [ ] General and/or M	[X] Beneficial Owner	[X] Executive Officer	[X] Director
Full Name (Last name first, if indiv				
Neumann, Chris Business or Residence Address (No	imher and Street City	State 7in Code)		
c/o Dovetail Holdings, Inc., 555			07	
Check Box(es) that Apply:	[ ] Promoter [ ] General and/or M	[X] Beneficial Owner	[X] Executive Officer	[X] Director
Full Name (Last name first, if indiv		anaging rather	<del></del>	
Levine, Brett	ream)			
Business or Residence Address (Nu	umber and Street, City,	State, Zip Code)		
c/o Dovetail Holdings, Inc., 555 D				
Check Box(es) that Apply:	[ ] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director
	[ ] General and/or M	anaging Partner		
Full Name (Last name first, if indiv	idual)	•		
Holloway, Jason S.	1 10 0			
Business or Residence Address (No			.07	
c/o Dovetail Holdings, Inc., 555 Check Box(es) that Apply:	[] Promoter	Beneficial Owner	[ ] Executive Officer	[ ] Director
Check Box(es) that Appry:	[ ] General and/or M		[ ] Executive Officer	( ) Director
Full Name (Last name first, if indiv		anaging rather		
Business or Residence Address (No	umber and Street, City.	State, Zip Code)		
Check Box(es) that Apply:	[ ] Promoter	Beneficial Owner	[ ] Executive Officer	[ ] Director
	[ ] General and/or M		Lixecutive Officer	[ ] Director
Full Name (Last name first, if indiv	vidual)			
Business or Residence Address (No	umber and Street, City.	State, Zip Code)	,	
Check Box(es) that Apply:	[ ] Promoter [ ] General and/or M	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director
Full Name (Last name first, if indiv		and the second		
Business or Residence Address (No	umber and Street, City	State, Zip Code)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director
	[ ] General and/or M		[ ] Executive Office:	
Full Name (Last name first, if indiv	vidual)			
Business or Residence Address (No	umber and Street, City.	State, Zip Code)		
Check Box(es) that Apply:	[ ] Promoter [ ] General and/or M	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director
Full Name (Last name first, if indiv		and the state of t		
Business or Residence Address (Ne	umber and Street, City.	State, Zip Code)		
Check Box(es) that Apply:	[ ] Promoter [ ] General and/or M	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director
Full Name (Last name first, if indiv		managatta, 2 M CIA		
Business or Residence Address (No	umber and Street, City.	State, Zip Code)		
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•	······································			В	. INFO	RMAT	ION A	BOUT	OFFER	ING					
1.	Has the issue	er sold, or o	does the iss			non-accreo								Yes	No [X]
2.	What is the n	ninimum i	nvestment	that will b	e accepted	from any	individual'	?		•••••			·····	\$ <u>NC</u>	
3.	Does the offe	ering perm	it joint ow	nership of	a single ur	nit?							• • • • • • • • • • • • • • • • • • • •	Yes	No [X]
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.															
Ful	l Name (Last n	ame first,	if individu	al)											
Bus	siness or Resid	ence Addr	ess (Numb	er and Stre	et, City, S	tate, Zip C	ode)								
Nar	me of Associate	ed Broker	or Dealer									<del></del>			
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	(Check	"All State	s" or check	c individua	1 States)						•••••		[ ]	All Sta	ıtes
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Ful	l Name (Last n			<del>``</del>									(		
Bus	siness or Resid	ence Addr	ess (Numb	er and Stre	et, City, S	tate, Zip C	ode)			<del>,</del>					
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Sta	tes in Which P	erson Listo	ed Has Sol	icited or In	tends to S	olicit Purch	nasers								
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				(Use blank	sheet, or	copy and u	se addition	nal copies o	of this shee	et, as neces	sary.)				

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "O" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [ ] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Amount Already Aggregate Offering Price Sold Debt..... Equity ..... [ ] Common [ ] Preferred \$1,500,000,00 Convertible Securities (including warrants)..... Partnership Interests Other (Convertible Promissory Notes)..... Total ..... \$1,500,000.00 \$465,046.50 Answer also in Appendix, Column 3, if filing Under ULOE 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Dollar Amount Investors of Purchases Accredited Investors..... 8 \$465,046.50 Non-accredited Investors..... Total (for filings Under Rule 504 Only)..... Answer also in Appendix, Column 4 if filing under ULOE 3. If this filing is for an offering Under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Type of Dollar Amount Security Sold Rule 505 ..... Regulation A ..... Rule 504 ..... a. Furnish a statement of all expenses in connection with the issuance and distribution 4 of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate...

 \$15,000

\$15,000

# C: OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	<ul> <li>b. Enter the difference between the aggregate offering price given in response to Part C</li> <li>Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."</li> </ul>	,	\$ <u>1,485,000.00</u>
i.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees	\$[]	\$
	Research and Development	\$[]	\$
	Purchase, rental or leasing and installation of machinery and equipment	\$[]	\$
	Construction or leasing of plant buildings and facilities	\$1 1	\$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger)	. \$[]	<b>\$</b>
	Repayment of indebtedness	\$[]	\$
	Working capital and general corporate purposes [ ]	\$[X]	\$1,485,000.00
	Other (specify): [ ]	\$[]	\$
	Column totals	\$[]	\$
	Total payments listed (column totals added)	[X] \$1,485,000,00	

## D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)  Dovetail Holdings, Inc.	Signature R. Holh	Date January 26, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Jason S. Holloway	President	
·		

## Attention

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

_	E. STATE SIG	GNATURE		
I.	Is any party described in 17 CFR 230.262 presently subject to any of the drule?		Yes	No [ <b>X</b> ]
	See Appendix, Column		ŧ J	[A]
2.	The undersigned issuer hereby undertakes to furnish to any state administres 239.500) at such times as required by state law.	ator of any state in which this notice is	filed, a notice on l	Form D (17 CFR
3.	The undersigned issuer hereby undertakes to furnish to the state administra	ators, upon written request, information	furnished by the	issuer to offerees
4.	The undersigned issuer represents that the issuer is familiar with the condi Exemption (ULOE) of the state in which this notice is filed and understand of establishing that these conditions have been satisfied.			
	e issuer has read this notification and knows the contents to be true and has chorized person.	luly caused this notice to be signed on it	is behalf by the ur	ndersigned duly
	uer (Print or Type)  vetail Holdings, Inc.	gnature In Hellowers	Date January 2	26, 2007
Na	me of Signer (Print or Type)	tle of Signer (Print or Type) resident		•

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

RETURN COP

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ΓN	R	м	n

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:	April 30, 2008						
Estimated average b	ourden						
hours per form	16.00						

SEC USE ONLY

Prefix	Serial		
DATE REC	FIVEO		
[ ]Section 4(6)	[]ULOE		
I pection 4(0)	1 10202		

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)									
Subordinated Note and Warrant Financing									
Filing Under (Check box(es) that apply):	[ ] Rule 504	Rule 505	[X] Rule 506	[ ]Section 4(6)	[ ] ULOE				
Type of Filing: [X] New Filing	[ ] Amendment								
	A. BASIC IDENT	IFICATION	DATA						
1. Enter the information requested about t	he issuer								
Name of Issuer ([ ] check if this is an amend	ment and name has changed, a	nd indicate cha	nge.)						
Dovetail Holdings, Inc.									
Address of Executive Offices (Number and Street, City, State, Zip Code)   Telephone Number (Including Area Code)									
555 De Haro Street, Suite 400, San Franc	risco, CA 94107		(415) 508-3683						
Address of Principal Business Operations	(Number and Street, City, Stat	e, Zip Code)	Telephone Number	(Including Area Code	<del>2</del> )				
(if different from Executive Offices)		_		<del>-</del>					
Brief Description of Business		<del></del>			<del></del>				
Media software and services									
Type of Business Organization									
[X] corporation	[ ] limited partnership, a	lready formed		[ ] other (please spe	cify):				
[ ] business trust	[ ] limited partnership, to	be formed							
	Mon	th Yea	T.						
Actual or Estimated Date of Incorporation or	Organization: [97]	[20	05]	[X] Actual	[ ] Estimated				
Jurisdiction of Incorporation or Organization	: (Enter two-letter U.	S. Postal Service	ce abbreviation for Sta	ate:					
	CN for Canada: FN	for foreign jur	iediction)		(DF)				

## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

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# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years:
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition, of, 10% or more of a class of equity securities
    of the issuer;
  - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

		•		
Check Box(es) that Apply:	[ ] Promoter [ ] General and/or Ma	[X] Beneficial Owner	[X] Executive Officer	[X] Director
Full Name (Last name first, if indiv		anaging rather		
Neumann, Chris	10: 6	0 0 1	<del></del>	
Business or Residence Address (N c/o Dovetail Holdings, Inc., 555				
Check Box(es) that Apply:	[ ] Promoter [ ] General and/or Ma	[X] Beneficial Owner anaging Partner	[X] Executive Officer	[X] Director
Full Name (Last name first, if indiv				
Levine, Brett	,			
Business or Residence Address (N c/o Dovetail Holdings, Inc., 555 L			y7	
Check Box(es) that Apply:	Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director
	[ ] General and/or M	• -		(A) Director
Full Name (Last name first, if indiv Holloway, Jason S.				
Business or Residence Address (N c/o Dovetail Holdings, Inc., 555			14107	<u> </u>
Check Box(es) that Apply:	{   Promoter	Beneficial Owner	Executive Officer	[ ] Director
	[ ] General and/or M		1 ) Executive Officer	1 ) Director
Full Name (Last name first, if indi-	vidual)			
Business or Residence Address (N	umber and Street, City.	State, Zip Code)		
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Business or Residence Address (N	lumber and Street, City,	State, Zip Code)		
Check Box(es) that Apply:	[ ] Promoter [ ] General and/or M	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director
Full Name (Last name first, if indi			· · · · · · · · · · · · · · · · · · ·	
Business or Residence Address (N	lumber and Street, City.	State, Zip Code)		
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Business or Residence Address (N	lumber and Street, City.	State. Zip Code)		
Check Box(es) that Apply:	[ ] Promoter [ ] General and/or M	Beneficial Owner anaging Partner	[ ] Executive Officer	[ ] Director
Full Name (Last name first, if indi				
Business or Residence Address (N	lumber and Street, City.	State, Zip Code)		
	(Use blank sheet	, or copy and use additional copie	es of this sheet, as necessary.)	

B. INFORMATION ABOUT OFFERING															
1.	Has the issue	r sold, ør d	loes the iss	uer intend A	to sell, to i	non-accred	ited invest	ors in this	offering?	LOE.				Yes [ ]	No [X]
2.	What is the n	inimum ir	nvestment						-		·			\$ <u>NO</u>	NE
										Yes [ ]	No [X]				
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.															
Full	Name (Last n	ame first, i	if individu	મં)					·			··· <u>-</u>			
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	(Check	"All State	s" or checl	c individua	ıl States)				,	•••••			[]/	All Sta	tes
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA) [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [M]] [OH] [WV]	[GA] [MN] [OK] [WI]	(HI] (MS) (OR) (WY)	[ID] [MO] [PA] [PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Ĭ.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [ ] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	S
	Equity	\$	S
	[   Common [   Preferred		
	Convertible Securities (including warrants)	\$1,500,000.00	\$465,046.50
	Partnership Interests	\$	\$
	Other (Convertible Promissory Notes)	\$	\$
	Total	\$1,500,000.00	\$465,046.50
	Answer also in Appendix, Column 3, if filing Under ULOE		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	8	\$ <u>465,046.50</u>
	Non-accredited Investors		\$
	Total (for filings Under Rule 504 Only)		\$
	Answer also in Appendix, Column 4 if filing under ULOE		
3.	If this filing is for an offering Under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		
	Type of Security	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	[]	\$
	Legal Fees	{X}	S <u>1<b>5,000</b></u>
	Accounting Fees	[]	\$
	Engineering Fees		\$
	Sales Commissions (Specify finder's fees separately)		s
	Other Expenses (identify):		\$
	Total		\$15,000
		• •	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

# Ç. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>1,485,000.00</u>
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.		
	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	\$[1	\$
Research and Development	\$[]	\$
Purchase, rental or leasing and installation of machinery and equipment	\$[]	\$
Construction or leasing of plant buildings and facilities	\$[]	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another		
issuer pursuant to a merger)	\$[]	\$
Repayment of indebtedness	\$[]	\$
Working capital and general corporate purposes [ ]	\$[X]	\$ <u>1,485,000.00</u>
Other (specify):	\$[]	\$
Column totals	\$[]	\$
Total payments listed (column totals added)	[X] \$ <u>1,485,000.00</u>	<del></del>

D. E	ED	FR	ΑI.	SIG	NΑ	T	RE
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The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)  Dovetail Holdings, Inc.	Signature & Holh	Date January 26, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Jason S. Holloway	President	

# Attention

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

•	E. STATE SIGNATURE							
ι.	Is any party described in 17 CFR 230.262 presently subject to any of the rule?	•	Yes	No [X]				
	See Appendix. Column		l j	11				
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.							
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.							
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
	e issuer has read this notification and knows the contents to be true and has horized person.	duly caused this notice to be signed on i	ts behalf by the	undersigned duly				
	Signature  Overtail Holdings, Inc.  Signature  Luse 2. Hellowers  January 26, 2007		y 26, 2007					
	= '''	Title of Signer (Print or Type) President						

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.